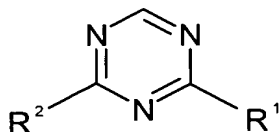


## Claims

What is claimed is:

5 1. A compound having the formula:



wherein,

Each R<sup>1</sup> and R<sup>2</sup> is independently R<sup>3</sup>; R<sup>8</sup>; NHR<sup>3</sup>; NHR<sup>5</sup>; NHR<sup>6</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; SR<sup>5</sup>; SR<sup>6</sup>; SR<sup>3</sup>; OR<sup>5</sup>; OR<sup>6</sup>; OR<sup>3</sup>; C(O)R<sup>3</sup>; heterocyclyl optionally substituted with  
10 1-4 independent R<sup>4</sup> on each ring; or C1-C10 alkyl substituted with 1-4 independent R<sup>4</sup>;

Each R<sup>3</sup> is independently aryl; phenyl optionally substituted with 1-5 independent R<sup>4</sup> on each ring; or heteroaryl optionally substituted with 1-4 independent R<sup>4</sup> on each ring;

Each n is independently 1 or 2;

15 Each m is independently 0, 1, 2, 3, or 4;

Each R<sup>4</sup> is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>8</sup>; halo; haloalkyl; CF<sub>3</sub>; SR<sup>5</sup>; OR<sup>5</sup>; OC(O)R<sup>5</sup>; NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>R<sup>6</sup>; NR<sup>5</sup>R<sup>16</sup>; COOR<sup>5</sup>; NO<sub>2</sub>; CN; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)R<sup>5</sup>; NR<sup>5</sup>C(O)R<sup>5</sup>; NR<sup>5</sup>(COOR<sup>5</sup>); NR<sup>5</sup>C(O)R<sup>8</sup>; NR<sup>5</sup>S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>R<sup>8</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>C(O)C(O)NR<sup>5</sup>R<sup>6</sup>; OC(O)NR<sup>5</sup>R<sup>5</sup>; OS(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; NR<sup>5</sup>S(O)<sub>n</sub>OR<sup>5</sup>; P(O)(OR<sup>5</sup>)<sub>2</sub>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>;

Each R<sup>5</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>9</sup>; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>9</sup> groups; C3-C10 cycloalkyl substituted

with 1-3 independent aryl,  $R^7$  or  $R^9$  groups; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^9$ ;

Each  $R^6$  is independently  $C(O)R^5$ ,  $COOR^5$ ,  $C(O)NR^5R^5$ ,  $C(NR^5)NR^5R^5$ , or  $S(O)_nR^5$ ;

Each  $R^7$  is independently halo,  $CF_3$ ,  $SR^{10}$ ,  $OR^{10}$ ,  $OC(O)R^{10}$ ,  $NR^{10}R^{10}$ ,  $NR^{10}R^{11}$ ,  $NR^{11}R^{11}$ ,  $COOR^{10}$ ,  $NO_2$ ,  $CN$ ,  $C(O)R^{10}$ ,  $OC(O)NR^{10}R^{10}$ ,  $C(O)NR^{10}R^{10}$ ,  $N(R^{10})C(O)R^{10}$ ,  $N(R^{10})(COOR^{10})$ ,  $S(O)_nNR^{10}R^{10}$ ;  $NR^{10}S(O)_nNR^{10}R^{10}$ ;  $NR^{10}S(O)_nR^{10}$ ; or  $P(O)(OR^5)_2$ ;

Each  $R^8$  is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system comprising 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^9$ ; halo; sulfur; oxygen;  $CF_3$ ;  $SR^5$ ;  $OR^5$ ;  $OC(O)R^5$ ;  $NR^5R^5$ ;  $NR^5R^6$ ;  $NR^6R^6$ ;  $COOR^5$ ;  $NO_2$ ;  $CN$ ;  $C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_nNR^5R^5$ ;  $NR^5C(O)NR^5R^5$ ;  $NR^5C(O)R^9$ ;  $NR^5S(O)_nNR^5R^5$ ;  $NR^5S(O)_nR^9$ ; C1-C10 alkyl substituted with 1-3 independent  $R^7$ ,  $R^9$  or aryl; or C2-C10 alkenyl substituted with 1-3 independent  $R^7$ ,  $R^9$  or aryl;

Each  $R^9$  is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system comprising 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen;  $CF_3$ ; haloalkyl;  $SR^{10}$ ;  $OR^{10}$ ;  $NR^{10}R^{10}$ ;  $NR^{10}R^{11}$ ;  $NR^{11}R^{11}$ ;  $COOR^{10}$ ;  $NO_2$ ;  $CN$ ;  $C(O)R^{10}$ ;  $S(O)_nR^{10}$ ;  $S(O)_nNR^{10}R^{10}$ ; or  $C(O)NR^{10}R^{10}$ ;

Each  $R^{10}$  is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-

C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>12</sup>, COOR<sup>12</sup>, NO<sub>2</sub>, CN, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>12</sup>, NR<sup>12</sup>C(O)R<sup>12</sup>, N(R<sup>12</sup>)(COOR<sup>12</sup>), S(O)<sub>n</sub>NR<sup>12</sup>R<sup>12</sup>, or OC(O)R<sup>12</sup>; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>12</sup>, COOR<sup>12</sup>, NO<sub>2</sub>, CN, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>12</sup>, NR<sup>12</sup>C(O)R<sup>12</sup>, N(R<sup>12</sup>)(COOR<sup>12</sup>), S(O)<sub>n</sub>NR<sup>12</sup>R<sup>12</sup>, or OC(O)R<sup>12</sup>;

Each R<sup>11</sup> is independently C(O)R<sup>10</sup>, COOR<sup>10</sup>, C(O)NR<sup>10</sup>R<sup>10</sup> or S(O)<sub>n</sub>R<sup>10</sup>;

Each R<sup>12</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF<sub>3</sub>, OR<sup>13</sup>, SR<sup>13</sup>, NR<sup>13</sup>R<sup>13</sup>, COOR<sup>13</sup>, NO<sub>2</sub>, CN, C(O)R<sup>13</sup>, C(O)NR<sup>13</sup>R<sup>13</sup>, NR<sup>13</sup>C(O)R<sup>13</sup>, or OC(O)R<sup>13</sup>;

Each R<sup>13</sup> is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, CF<sub>3</sub>, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN; or phenyl optionally substituted with halo, CF<sub>3</sub>, OR<sup>14</sup>, SR<sup>14</sup>, NR<sup>14</sup>R<sup>14</sup>, COOR<sup>14</sup>, NO<sub>2</sub>, CN;

Each R<sup>14</sup> is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each R<sup>15</sup> is independently H; CF<sub>3</sub>; CN; COOR<sup>5</sup>; or C1-C10 alkyl substituted with 1-3 independent OR<sup>5</sup>, SR<sup>5</sup>, or NR<sup>5</sup>R<sup>5</sup>;

Each R<sup>16</sup> is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R<sup>8</sup>; halo; haloalkyl; CF<sub>3</sub>; COOR<sup>5</sup>; C(O)R<sup>5</sup>; C(O)C(O)R<sup>5</sup>; C(O)NR<sup>5</sup>R<sup>5</sup>; S(O)<sub>n</sub>R<sup>5</sup>; S(O)<sub>n</sub>NR<sup>5</sup>R<sup>5</sup>; C1-C10 alkyl substituted with 1-3 independent aryl, R<sup>7</sup>, R<sup>8</sup>, or phenyl optionally substituted with substituted with 1-4 independent R<sup>23</sup>; or C2-C10 alkenyl substituted with 1-3 independent aryl, R<sup>7</sup> or R<sup>8</sup>;

Each R<sup>17</sup> is independently NR<sup>5</sup>R<sup>16</sup>; OR<sup>5</sup>; SR<sup>5</sup>; or halo;

5 Each  $R^{18}$  is independently C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo; haloalkyl;  $CF_3$ ;  $COOR^5$ ;  $C(O)R^5$ ;  $C(O)C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_nR^5$ ;  $S(O)_nNR^5R^5$ ; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ;

Each  $R^{19}$  is independently H or C1-C6 alkyl;

Each  $R^{20}$  is independently  $NR^5R^{18}$ ;  $OR^5$ ;  $SR^5$ ; or halo;

Each  $R^{21}$  is independently t-butyl, 4-carboxyphenyl, 4-carbomethoxyphenyl, or furyl substituted with 1-4 independent  $R^4$ ;

10 Each  $R^{22}$  is independently C2-C9 alkyl substituted with 1-2 independent aryl,  $R^7$ , or  $R^8$ ;

Each  $R^{23}$  is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^8$ ; halo; haloalkyl;  $CF_3$ ;  $SR^5$ ;  $OR^5$ ;  $OC(O)R^5$ ;  $NR^5R^5$ ;  $NR^5R^6$ ;  $COOR^5$ ;  $NO_2$ ;  $CN$ ;  $C(O)R^5$ ;  $C(O)C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_nR^5$ ;  $S(O)_nNR^5R^5$ ;  $NR^5C(O)NR^5R^5$ ;  $NR^5C(O)C(O)R^5$ ;  $NR^5C(O)R^5$ ;  $NR^5(COOR^5)$ ;  $NR^5C(O)R^8$ ;  $NR^5S(O)_nNR^5R^5$ ;  $NR^5S(O)_nR^5$ ;  $NR^5S(O)_nR^8$ ;  $NR^5C(O)C(O)NR^5R^5$ ;  $NR^5C(O)C(O)NR^5R^6$ ;  $OC(O)NR^5R^5$ ;  $OS(O)_nNR^5R^5$ ;  $NR^5S(O)_nOR^5$ ;  $P(O)(OR^5)_2$ ; C1-C10 alkyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ; or C2-C10 alkenyl substituted with 1-3 independent aryl,  $R^7$  or  $R^8$ ;

20 Each  $R^{24}$  is independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl;  $R^9$ ; halo; sulfur; oxygen;  $CF_3$ ;  $SR^5$ ;  $OR^5$ ;  $OC(O)R^5$ ;  $NR^5R^5$ ;  $NR^5R^6$ ;  $NR^6R^6$ ;  $COOR^5$ ;  $NO_2$ ;  $CN$ ;  $C(O)R^5$ ;  $C(O)NR^5R^5$ ;  $S(O)_nNR^5R^5$ ;  $NR^5C(O)NR^5R^5$ ;  $NR^5C(O)R^9$ ;  $NR^5S(O)_nNR^5R^5$ ;  $NR^5S(O)_nR^9$ ; C1-C10 alkyl substituted with 1-3 independent  $R^7$ ,  $R^9$  or aryl; or C2-C10 alkenyl substituted with 1-3 independent  $R^7$ ,  $R^9$  or aryl;

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Each X is independently O or S;

Each V, W, Y, and Z is independently N or  $CR^4$ ;

Each haloalkyl is independently a C1-C10 alkyl substituted with one or more halogen atoms, selected from F, Cl, Br, or I, wherein the number of halogen atoms may not exceed that number that results in a perhaloalkyl group;

Each aryl is independently a 6-carbon monocyclic, 10-carbon bicyclic or 14-carbon tricyclic aromatic ring system optionally substituted with 1-3 independent C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl;  $R^9$ ; halo; haloalkyl;  $CF_3$ ;  $OR^{10}$ ;  $SR^{10}$ ;  $NR^{10}R^{10}$ ;  $NR^{10}R^{11}$ ;  $COOR^{10}$ ;  $NO_2$ ;  $CN$ ;  $C(O)R^{10}$ ;  $C(O)C(O)R^{10}$ ;  $C(O)NR^{10}R^{10}$ ;  $N(R^{10})C(O)NR^{10}R^{10}$ ;  $N(R^{10})C(O)R^{10}$ ;  $N(R^{10})S(O)_nR^{10}$ ;  $N(R^{10})(COOR^{10})$ ;  $NR^{10}C(O)C(O)R^{10}$ ;  $NR^{10}C(O)R^9$ ;  $NR^{10}S(O)_nNR^{10}R^{10}$ ;  $NR^{10}S(O)_nR^9$ ;  $NR^{12}C(O)C(O)NR^{12}R^{12}$ ;  $S(O)_nR^{10}$ ;  $S(O)_nNR^{10}R^{10}$ ;  $OC(O)R^{10}$ ; C1-C10 alkyl substituted with 1-3 independent  $R^9$ , halo,  $CF_3$ ,  $OR^{10}$ ,  $SR^{10}$ ,  $OC(O)R^{10}$ ,  $NR^{11}R^{11}$ ,  $NR^{10}R^{10}$ ,  $NR^{10}R^{11}$ ,  $COOR^{10}$ ,  $NO_2$ ,  $CN$ ,  $C(O)R^{10}$ ,  $OC(O)NR^{10}R^{10}$ ,  $C(O)NR^{10}R^{10}$ ,  $N(R^{10})C(O)R^{10}$ ,  $N(R^{10})(COOR^{10})$ ,  $S(O)_nNR^{10}R^{10}$ ;  $R^{10}$ ; or C2-C10 alkenyl substituted with 1-3 independent  $R^9$ , halo,  $CF_3$ ,  $OR^{10}$ ,  $SR^{10}$ ,  $OC(O)R^{10}$ ,  $NR^{11}R^{11}$ ,  $NR^{10}R^{10}$ ,  $NR^{10}R^{11}$ ,  $COOR^{10}$ ,  $NO_2$ ,  $CN$ ,  $C(O)R^{10}$ ,  $OC(O)NR^{10}R^{10}$ ,  $C(O)NR^{10}R^{10}$ ,  $N(R^{10})C(O)R^{10}$ ,  $N(R^{10})(COOR^{10})$ ,  $S(O)_nNR^{10}R^{10}$ ;

Each heterocyclyl is independently a 3-8 membered nonaromatic monocyclic, 8-12 membered nonaromatic bicyclic, or 11-14 membered nonaromatic tricyclic, ring system comprising 1-4 heteroatoms if monocyclic, 1-8 heteroatoms if bicyclic, or 1-10 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S; and

Each heteroaryl is independently a 5-8 membered aromatic monocyclic, 8-12 membered aromatic bicyclic, or 11-14 membered aromatic tricyclic ring system comprising 1-4 heteroatoms if monocyclic, 1-8 heteroatoms if bicyclic, or 1-10 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S.

2. The compound of claim 1 wherein,

$R^1$  is independently  $R^3$ ; and

$R^2$  is independently  $NHR^3$ .

3. The compound of claim 1 wherein,

*a' cont*<sup>5</sup>

$R^1$  is independently heteroaryl optionally substituted with 1-4 independent  $R^4$  on each ring; and

$R^2$  is independently  $NHR^3$ .

4. The compound of claim 1 wherein,

$R^1$  is independently phenyl optionally substituted with 1-5 independent  $R^4$ ;

and

$R^2$  is independently  $NHR^3$ .

10

5. The compound of claim 1 wherein,

Each  $R^1$  and  $R^2$  is independently  $NHR^3$ .

15

6. The compound of claim 1 wherein,

$R^1$  is independently  $NHR^5$ ; and

$R^2$  is independently  $NHR^3$ .

20

7. The compound of claim 1 wherein,

$R^1$  is independently  $NHR^6$ ; and

$R^2$  is independently  $NHR^3$ .

25

8. The compound of claim 1 wherein,

$R^1$  is independently  $OR^5$ ; and

$R^2$  is independently  $NHR^3$ .

30

9. The compound of claim 1 wherein,

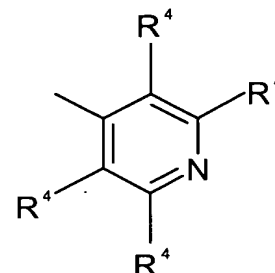
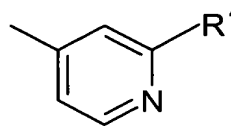
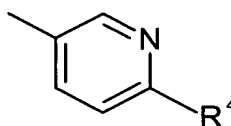
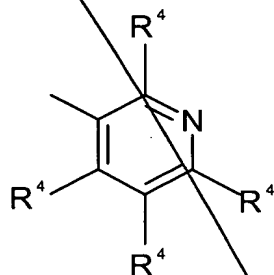
$R^1$  is independently  $SR^5$ ; and

$R^2$  is independently  $NHR^3$ .

10. The compound of claim 1 wherein:

$R^2$  is independently  $NHR^3$ ; and

$R^1$  is one of the following groups:



5

11. The compound of claim 1 wherein,

$R^1$  is independently heterocyclyl optionally substituted with 1-4 independent  $R^4$  on each ring, wherein said heterocyclyl is not unsubstituted piperidine; and

$R^2$  is independently  $NHR^3$ .

15

12. The compound of claim 1 wherein,

Each  $R^1$  is independently heteroaryl substituted with 1-4 independent  $R^4$  on each ring, wherein said heteroaryl comprises at least one nitrogen heteroatom and said heteroaryl is attached at said nitrogen heteroatom; and

Each  $R^2$  is independently  $NHR^3$ .

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13. The compound of claim 1 wherein,

Each  $R^1$  is independently heterocyclyl substituted with 1-4 independent  $R^4$  on each ring, wherein said heterocyclyl is not unsubstituted piperidine, and said

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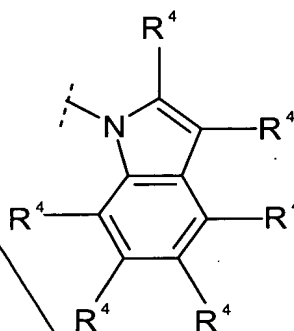
heterocyclyl comprises at least one nitrogen heteroatom and said heterocyclyl is attached at said nitrogen heteroatom; and

Each  $R^2$  is independently  $NHR^3$ .

14. The compound of claim 1 wherein,

Each  $R^2$  is independently  $NHR^3$ ; and

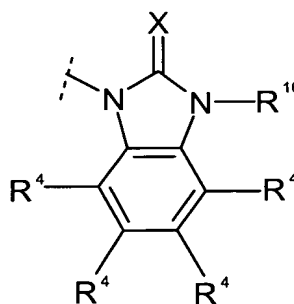
Each  $R^1$  is independently of the formula:



15. The compound of claim 1 wherein,

Each  $R^2$  is independently  $NHR^3$ ; and

Each  $R^1$  is independently of the formula:

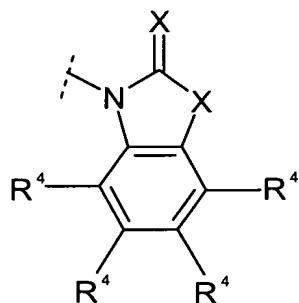


16. The compound of claim 1 wherein,



Each  $R^2$  is independently  $NHR^3$ ; and

Each  $R^1$  is independently of the formula:

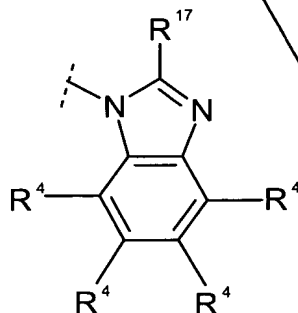


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17. The compound of claim 1 wherein,

Each  $R^2$  is independently  $NHR^3$ ; and

Each  $R^1$  is independently of the formula:



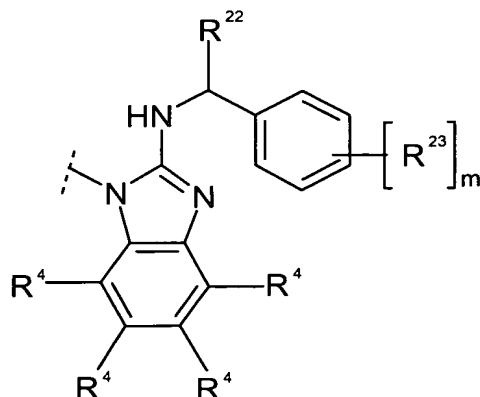
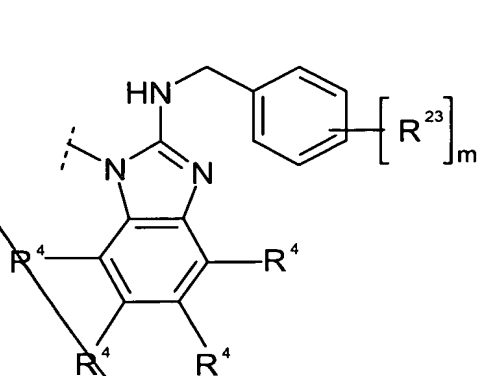
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18. The compound of claim 1 wherein,

Each  $R^1$  is independently one of the following groups:

15

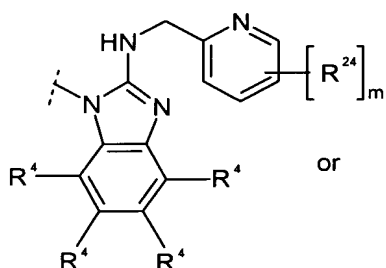
*a'*  
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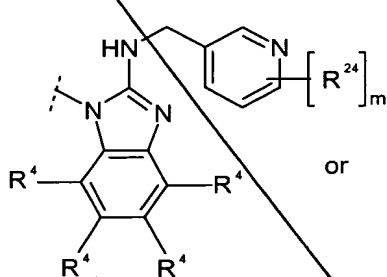
wherein m is 0, 1, 2, 3 or 4.

19. The compound of claim 1 wherein,

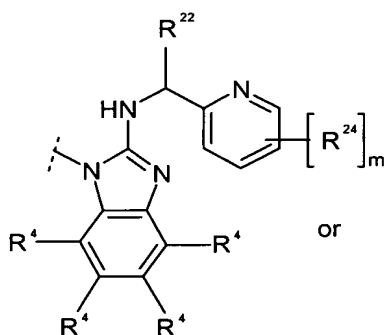
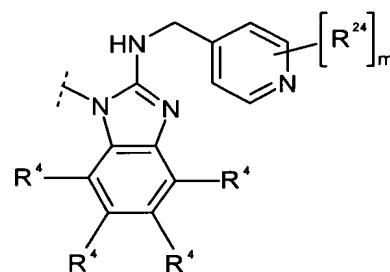
Each  $R^1$  is independently



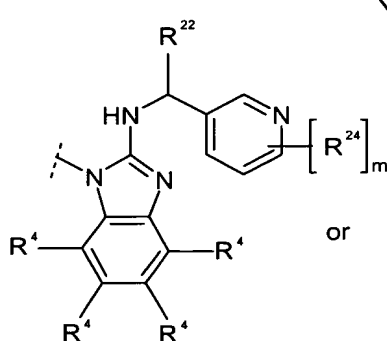
or



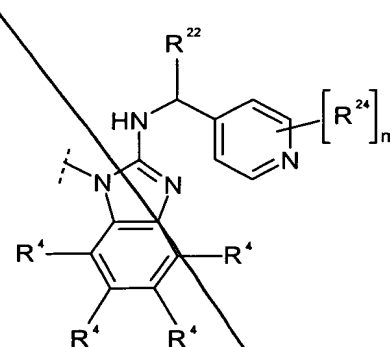
or



or



or

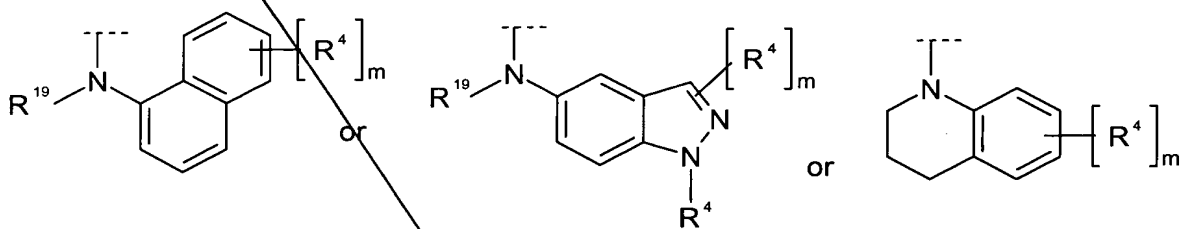
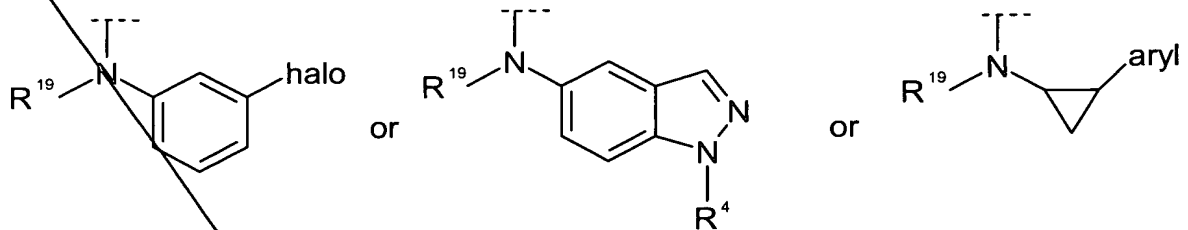


wherein m is 0, 1, 2, 3 or 4.

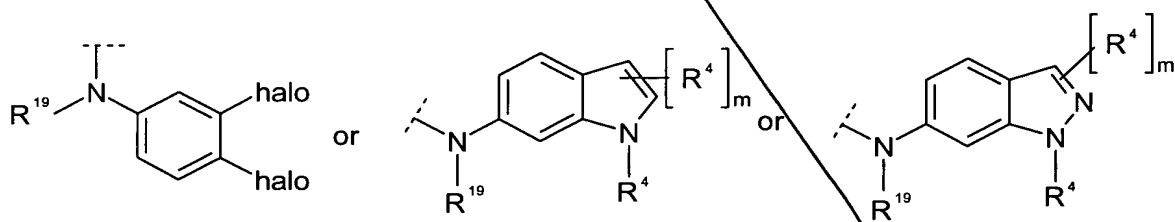
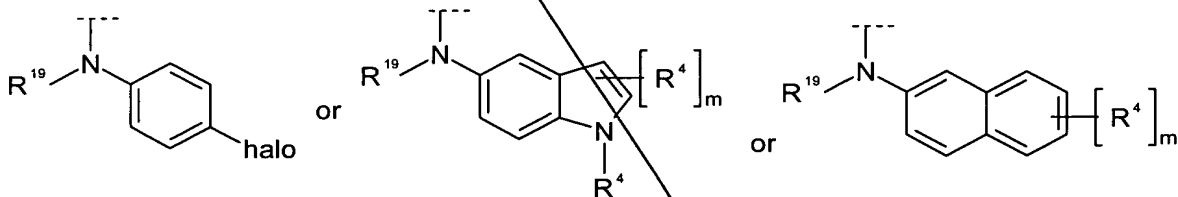
20. The compound of claim 1 wherein,

Each R<sup>1</sup> is independently one of the following:

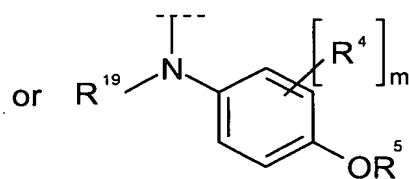
*Q1  
Cont*



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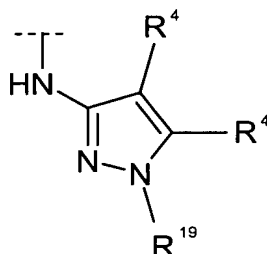
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wherein the groups are as defined in claim 1.

21. The compound of claim 1 wherein,

Each R<sup>1</sup> is independently



wherein R<sup>19</sup> is independently H or C1-C6 alkyl.

22. A composition comprising a compound of any of claims 1-21 and a pharmaceutically acceptable carrier.

23. The composition of claim 22, further comprising at least one additional therapeutic agent.

24. A method of treating kinase-mediated disease or disease symptoms in a mammal comprising administration of a composition comprising a compound of any of claims 1-21.

25. A method of inhibiting kinase activity in a mammal comprising administration of a composition comprising a compound of any of claims 1-21.

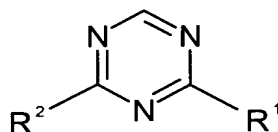
26. A method of treating disease or disease symptoms in a mammal comprising administration of a composition comprising a compound of any of claims 1-21.

27. A method of inhibiting angiogenesis or vasculogenesis activity in a mammal comprising administration of a composition comprising a compound of any of claims 1-21.

28. A method of making a pharmaceutically useful composition comprising combining a compound of any of claims 1-21 with one or more pharmaceutically acceptable carriers.

29. The method of claim 28, further comprising combining an additional therapeutic agent.

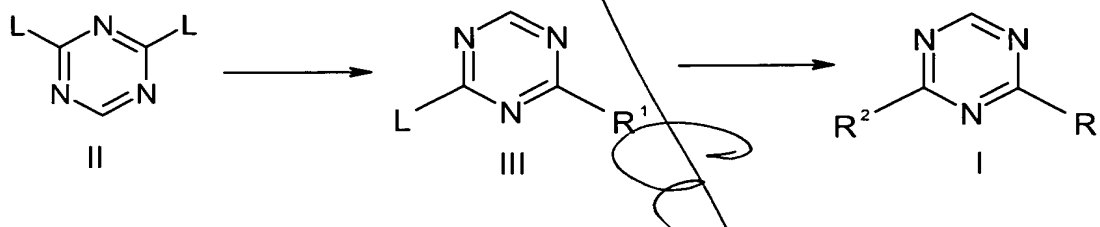
30. A method of making a compound of claim 1 of the formula



wherein

Each  $R^1$  and  $R^2$  is independently  $R^3$ ;  $R^8$ ;  $NHR^3$ ;  $NHR^5$ ;  $NHR^6$ ;  $NR^5R^5$ ;  $NR^5R^6$ ;  $SR^5$ ;  $SR^6$ ;  $SR^3$ ;  $OR^5$ ;  $OR^6$ ;  $OR^3$ ;  $C(O)R^3$ ; heterocyclyl optionally substituted with 1-4 independent  $R^4$  on each ring; or C1-C10 alkyl substituted with 1-4 independent  $R^4$ ;

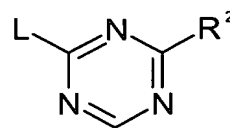
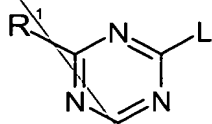
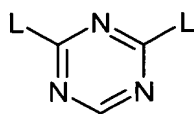
Each  $R^3$  is independently aryl; phenyl optionally substituted with 1-5 independent  $R^4$  on each ring; or heteroaryl optionally substituted with 1-4 independent  $R^4$  on each ring; comprising the steps of:



a) reacting a compound of formula (II) wherein each L is independently a leaving group as defined herein, with a nucleophile of formula  $H-R^1$  (or salt thereof) to give a compound of formula (III); and

b) reacting the compound of formula (III) with a nucleophile of formula  $H-R^2$  (or salt thereof) to give a compound of formula (I).

5 31. A method of making a compound of claim 1 comprising reacting a triazine of one or more of the formulae:



10 with an appropriate nucleophilic agent or agents, wherein  $L$  is a leaving group and the other groups in said formulae are as defined in claim 1.

15

add  
B<sub>1</sub>